

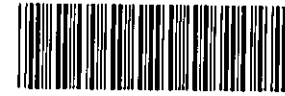
February 27, 2009

**SUPPL**

RECEIVED  
2009 MAR -5 A 8:41

United States Securities and Exchange Commission  
The Office of International Corporate Finance  
100 F Street, N.E.  
Mail Stop: Room 3628  
Washington, DC 20549

**RE: Micro Focus International plc, File No. 82-34962  
Rule 12g3-2(b) Home Country Disclosure**



**09045472**

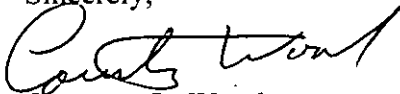
Dear Sir/Madam:

Attached, please find the Home Country Disclosures required under the Rule 12g3-2(b) for Micro Focus International plc, File No. 82-34962. These items are listed in the Amended Exhibit B of the Micro Focus 12g3-2(b) Application as items not included on the Micro Focus website, but that were filed with Micro Focus's home country regulators. Included in this package is:

1. Form 88(2) dated January 9, 2009 – "Return of Allotment of Shares"
2. Form 88(2) dated January 23, 2009 – "Return of Allotment of Shares"
3. Form 88(2) dated January 23, 2009 – "Return of Allotment of Shares"
4. Form 88(2) dated January 24, 2009 – "Return of Allotment of Shares"
5. Form 88(2) dated January 28, 2009 – "Return of Allotment of Shares"
6. Form 88(2) dated February 19, 2009 – "Return of Allotment of Shares"
7. Form 288b dated February 18, 2009 – "Terminating appointment as director or secretary"

If there are any questions regarding this packaged or the materials submitted, please do not hesitate to contact me at 301-838-5180.

Sincerely,



Courtney L. Wood  
North American Senior Corporate Counsel  
Micro Focus  
Phone: 301.838.5180  
Fax: 301.838.5034  
Email: [Courtney.Wood@microfocus.com](mailto:Courtney.Wood@microfocus.com)

**PROCESSED**

MAR 09 2009

**THOMSON REUTERS**

*Ill*  
*3/5*



RECEIVED  
2011-07-14 14:11

88(2)

Please complete in typescript, or  
in bold black capitals.

## Return of Allotment of Shares

CHWP000

Company Number

05134647

Company name in full

Micro Focus International plc

### ☐ Shares allotted (including bonus shares):

Date or period during which  
shares were allotted  
(If shares were allotted on one date  
enter that date in the "from" box)

From

To

Day Month Year

Day Month Year

3 9 0 1 2 0 0 9

Class of shares  
(ordinary or preference etc)

ORDINARY

Number allotted

7200

Nominal value of each share

10 PENCE

Amount (if any) paid or due on each  
share (including any share premium)

0.07248

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be  
treated as paid up

--	--	--

Consideration for which  
the shares were allotted  
(This information must be supported by  
the duly stamped contract or by the duly  
stamped particulars on Form 88(3) if the  
contract is not in writing)




A34 31/01/2009 620  
COMPANIES HOUSE

Form revised 10/03

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the Registrar of Companies at:

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For companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

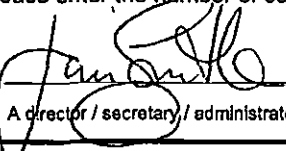
and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name LYNCHWOOD NOMINEES LIMITED, DESIG:200642		Class of shares allotted	Number allotted
Address PART ID:0PMAY, 55 MOORGATE, 4TH FLOOR, LONDON		ORDINARY	7200
UK Postcode E C 2 R 6 P A			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			

Please enter the number of continuation sheets (if any) attached to this form

0

Signed



Date

29/01/09

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Jennie Hyde, Micro Focus International plc

The Lawn, 22-30 Old Bath Road

Newbury, Berkshire, RG14 1QN

Tel 01635 565353

DX number

DX exchange



**Companies House**

*for the record*

# 88(2)

## Return of Allotment of Shares

*Please complete in typescript, or  
in bold black capitals.*

CHWP000

**Company Number**

05134647

**Company name in full**

Micro Focus International plc

### Shares allotted (including bonus shares):

Date or period during which  
shares were allotted

*(If shares were allotted on one date  
enter that date in the "from" box)*

From

Day Month Year

2 3 0 1 2 0 0 9

To

Day Month Year

Class of shares  
*(ordinary or preference etc)*

ORDINARY

ORDINARY

ORDINARY

Number allotted

12825

1050

360

Nominal value of each share

10 PENCE

10 PENCE

10 PENCE

Amount (if any) paid or due on each  
share *(including any share premium)*

0.07944

0.07943

0.00482

*List the names and addresses of the allottees and the number of shares allotted to each overleaf*

**If the allotted shares are fully or partly paid up otherwise than in cash please state:**

% that each share is to be  
treated as paid up

Consideration for which  
the shares were allotted

*(This information must be supported by  
the duly stamped contract or by the duly  
stamped particulars on Form 88(3) if the  
contract is not in writing)*

Companies House receipt date barcode

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or LP - 4 Edinburgh 2

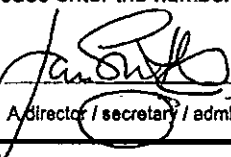
**Names and addresses of the allottees** (*List joint share allotments consecutively*)

Shareholder details		Shares and share class allotted	
<b>Name</b> Lynchwood Nominees Ltd, DESIG:200642		<b>Class of shares allotted</b> ORDINARY	<b>Number allotted</b> 14235
<b>Address</b> Part ID OPMAY, 55 Moorgate 4th Floor, London			
UK Postcode <u>E C 2 R 6 P A</u>			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
UK Postcode <u>                </u>			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
UK Postcode <u>                </u>			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
UK Postcode <u>                </u>			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
UK Postcode <u>                </u>			

Please enter the number of continuation sheets (if any) attached to this form

0

Signed



Date

13/2/04

~~A director / secretary / administrator / administrative receiver / receiver manager / receiver~~

*Please delete as appropriate*

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Jennie Hyde, Micro Focus International plc

The Lawn, 22-30 Old Bath Road

Newbury, Berkshire, RG14 1QN

Tel 01635 665353

DX number

DX exchange



# 88(2)

## Return of Allotment of Shares

Please complete in typescript, or  
in bold black capitals.

CHWP000

Company Number

05134647

Company name in full

Micro Focus International plc

### Shares allotted (including bonus shares):

Date or period during which  
shares were allotted

(If shares were allotted on one date  
enter that date in the "from" box)

From			To		
Day	Month	Year	Day	Month	Year
2	3	01	2	0	09

Class of shares  
(ordinary or preference etc)

Number allotted

Nominal value of each share

Amount (if any) paid or due on each  
share (including any share premium)

ORDINARY		
450		
10 PENCE		
0.01303		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be  
treated as paid up

--	--	--

Consideration for which  
the shares were allotted

(This information must be supported by  
the duly stamped contract or by the duly  
stamped particulars on Form 88(3) if the  
contract is not in writing)


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DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB  
For companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
<b>Name</b> Lynchwood Nominees Ltd, DESIG:200642		<b>Class of shares allotted</b> ORDINARY	<b>Number allotted</b> 450
<b>Address</b> Part ID OPMAY, 55 Moorgate 4th Floor, London			
UK Postcode E C 2 R 6 P A			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
UK Postcode			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
UK Postcode			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
UK Postcode			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
UK Postcode			

Please enter the number of continuation sheets (if any) attached to this form

0

Signed

*Jay Smith*

Date

13/2/04

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Jennie Hyde, Micro Focus International plc

The Lawn, 22-30 Old Bath Road

Newbury, Berkshire, RG14 1QN

Tel 01635 565353

DX number

DX exchange



Companies House

for the register

# 88(2)

## Return of Allotment of Shares

Please complete in typescript, or  
in bold black capitals.

CHWP000

Company Number

05134647

Company name in full

Micro Focus International plc

### Shares allotted (including bonus shares):

Date or period during which  
shares were allotted  
(If shares were allotted on one date  
enter that date in the "from" box)

From

To

Day Month Year

Day Month Year

2 4 0 1 2 0 0 9

Class of shares  
(ordinary or preference etc)

ORDINARY

Number allotted

10,000

Nominal value of each share

10 PENCE

Amount (if any) paid or due on each  
share (including any share premium)

0.10

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be  
treated as paid up

Consideration for which  
the shares were allotted

(This information must be supported by  
the duly stamped contract or by the duly  
stamped particulars on Form 88(3) if the  
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For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB  
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or LP - 4 Edinburgh 2

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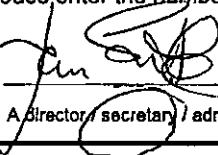
**Names and addresses of the allottees** *(List joint share allotments consecutively)*

Shareholder details		Shares and share class allotted	
<b>Name</b> <u>Lynchwood Nominees Limited</u> <b>Address</b> <u>(Desig:2006420, Part ID:OPMAY</u> <u>55 Moorgate, 4th Floor, London</u>  <b>UK Postcode</b> <u>E C 2 R 6 P A</u>		<b>Class of shares allotted</b> <u>ORDINARY</u>  	<b>Number allotted</b> <u>10,000</u>  
<b>Name</b>  <b>Address</b>   <b>UK Postcode</b> <u>  L  L  L  L  L  L  L  </u>		<b>Class of shares allotted</b>   	<b>Number allotted</b>   
<b>Name</b>  <b>Address</b>   <b>UK Postcode</b> <u>  L  L  L  L  L  L  L  </u>		<b>Class of shares allotted</b>   	<b>Number allotted</b>   
<b>Name</b>  <b>Address</b>   <b>UK Postcode</b> <u>  L  L  L  L  L  L  L  </u>		<b>Class of shares allotted</b>   	<b>Number allotted</b>   
<b>Name</b>  <b>Address</b>   <b>UK Postcode</b> <u>  L  L  L  L  L  L  L  </u>		<b>Class of shares allotted</b>   	<b>Number allotted</b>   

Please enter the number of continuation sheets (if any) attached to this form

0

Signed



Date

25/2/09

A director / secretary / administrator / administrative receiver / receiver manager / receiver

*Please delete as appropriate*

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Jennie Hyde, Micro Focus International plc

The Lawn, 22-30 Old Bath Road

Newbury, Berkshire, RG14 1QN

Tel 01635 565353

DX number

DX exchange



Companies House

for the record

# 88(2)

## Return of Allotment of Shares

Please complete in typescript, or  
in bold black capitals.

CHWP000

Company Number

05134647

Company name in full

Micro Focus International plc

### Shares allotted (including bonus shares):

Date or period during which  
shares were allotted

(If shares were allotted on one date  
enter that date in the "from" box)

From

Day Month Year

2 8 0 1 2 0 0 9

To

Day Month Year

Class of shares  
(ordinary or preference etc)

ORDINARY

Number allotted

6900

Nominal value of each share

10 PENCE

Amount (if any) paid or due on each  
share (including any share premium)

0.07876

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be  
treated as paid up

--	--	--

Consideration for which  
the shares were allotted

(This information must be supported by  
the duly stamped contract or by the duly  
stamped particulars on Form 88(3) if the  
contract is not in writing)


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For companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
<b>Name</b> Lynchwood Nominees Ltd, DESIG:200642		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b> Part ID OPMAY, 55 Moorgate 4th Floor, London		ORDINARY	6900
UK Postcode E C 2 R 6 P A			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
UK Postcode			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
UK Postcode			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
UK Postcode			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
UK Postcode			

Please enter the number of continuation sheets (if any) attached to this form

0

Signed

*Jan Smith*

Date

13/2/09

A director (secretary) administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

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Jennie Hyde, Micro Focus International plc

The Lawn, 22-30 Old Bath Road

Newbury, Berkshire, RG14 1QN

Tel 01635 565353

DX number

DX exchange



**Companies House**  
for the record

# 88(2)

## Return of Allotment of Shares

Please complete in typescript, or  
in bold black capitals.

CHWP000

Company Number

05134647

Company name in full

Micro Focus International plc

### Shares allotted (including bonus shares):

Date or period during which  
shares were allotted

(If shares were allotted on one date  
enter that date in the "from" box)

From

Day Month Year

1 9 0 2 2 0 0 9

To

Day Month Year

Class of shares  
(ordinary or preference etc)

ORDINARY

ORDINARY

ORDINARY

Number allotted

2100

600

750

Nominal value of each share

10 PENCE

10 PENCE

10 PENCE

Amount (if any) paid or due on each  
share (including any share premium)

0.07730

0.00469

0.01268

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be  
treated as paid up

--	--	--

Consideration for which  
the shares were allotted

(This information must be supported by  
the duly stamped contract or by the duly  
stamped particulars on Form 88(3) if the  
contract is not in writing)


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DX 235 Edinburgh  
or LP - 4 Edinburgh 2

Companies House receipt date barcode

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**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
<b>Name</b> <u>Lynchwood Nominees Limited</u> <b>Address</b> <u>(Desig 2006420, Part d: OPMAY)</u> <u>55 Moorgate, 4th Floor, London</u> <b>UK Postcode</b> <u>E C 2 R 8 P A</u>		<b>Class of shares allotted</b> <u>ORDINARY</u>	<b>Number allotted</b> <u>3450</u>
<b>Name</b> <b>Address</b> <b>UK Postcode</b>		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Name</b> <b>Address</b> <b>UK Postcode</b>		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Name</b> <b>Address</b> <b>UK Postcode</b>		<b>Class of shares allotted</b>	<b>Number allotted</b>

Please enter the number of continuation sheets (if any) attached to this form

0

Signed

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Date

25/2/09

Please delete as appropriate

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Jennie Hyde, Micro Focus International plc

The Lawn, 22-30 Old Bath Road

Newbury, Berkshire, RG14 1QN

Tel 01635 565353

DX number

DX exchange



# 288b

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Terminating appointment as director or secretary (NOT for appointment (use Form 288a) or change of particulars (use Form 288c))

Company Number

5134647

Company Name in full

MICRO FOCUS INTERNATIONAL PLC

Date of termination of appointment

Day		Month		Year			
1	8	0	2	2	0	0	9

as director



as secretary



Please mark the appropriate box. If terminating  
appointment as a director and secretary mark  
both boxes.

NAME

\*Style / Title

MR

\*Honours etc

Please insert  
details as  
previously  
notified to  
Companies House.

Forename(s)

DAVID CALDWELL

Surname

DOMINIK

†Date of Birth

Day		Month		Year			
2	5	0	4	1	9	5	6

A serving director, secretary etc must sign the form below.

Signed

Date

24 Feb 2009.

\* Voluntary details.

† Directors only.

\*\* Delete as appropriate

You do not have to give any contact  
information in the box opposite but  
if you do, it will help Companies  
House to contact you if there is a  
query on the form. The contact  
information that you give will be  
visible to searchers of the public  
record.

(\*\* serving director (secretary) administrator / administrative receiver / receiver manager / receiver)

JENNIE HYDE, MICRO FOCUS INTERNATIONAL PLC

THE LAWN, 22-30 OLD BATH ROAD, NEWBURY,

BERKSHIRE, RG14 1QN Tel 01635 565353

DX number

DX exchange

Companies House receipt date barcode

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DX 235 Edinburgh  
or LP - 4 Edinburgh

# END